

FOREWORD

GODREJ & Boyce Mfg. Co. Ltd. has a long history of conducting business responsibly and ethically. We will continuously strive to live up to the high ethical standards we have set for ourselves and comply fully with all the relevant laws and regulations, wherever we operate.

The Code of Ethics & Business Conduct is intended to serve as a guide to each employee on the values, ethics and business principles expected to be followed in personal and professional conduct. The Company is committed to ensure that all employees understand and behave as per the guidelines laid down in the Code.

I urge each employee to read and follow the Code of Ethics & Business Conduct, and take pride in upholding the high standards of corporate and personal behaviour on which our reputation has been built over the past 115 and more years.

A handwritten signature in black ink, reading "Jamshyd Godrej". The signature is written in a cursive, flowing style with a large initial 'J'.

JAMSHYD GODREJ
Chairman & Managing Director

Dated: 26th June, 2012

CODE OF ETHICS & BUSINESS CONDUCT

I. PURPOSE

GODREJ & Boyce Mfg. Co. Ltd. (hereinafter referred to as ‘the Company’) has always promoted high ethical standards of professional and personal conduct by its employees and business associates. All its employees and business associates must be, and should be seen as, committed to integrity in all aspects of their activities and comply with all applicable laws, regulations and internal policies.

The purpose of laying down the Code of Ethics & Business Conduct (hereinafter referred to as ‘the Code’) is to improve overall compliance as well as to enhance further scope of good Corporate Governance with an ethical and transparent process in managing the affairs of the Company.

II. APPLICABILITY

The Code will be applicable to all employees (full-time, part-time and those on contractual assignments).

In addition to employees, the Company will create awareness about the Code and shall use its best endeavors to influence compliance of the same among all dealers, vendors, suppliers, agents, intermediaries, contractors & sub-contractors, consultants, Joint Venture partners and other business associates of the Company (collectively referred as ‘Third Party’).

III. RESPONSIBILITIES TOWARDS THE COMPANY, OUR CUSTOMERS AND SUPPLIERS

A. GENERAL STANDARD OF CONDUCT

GODREJ has built its reputation by demonstrating an unwavering commitment to values such as honesty, integrity, trust and respect, besides conforming to national and international rules in its dealings with all business partners.

The Company expects all employees to adhere to the general standards of conduct as mentioned below:

A.1. Honesty & Integrity

The Company expects its employees to perform their duties with honesty, integrity and to the best of their ability.

Employees should be honest, fair and trustworthy in all business relationships. They should honour the corporate values, obey the law and take responsibility for their actions and consequences. Employees are responsible for exemplifying the highest standards of ethical conduct.

A.2. Trust

The Company demands that every employee demonstrate trust and respect in dealings with other colleagues in the organization as well as in their dealings with external parties. Distrust of colleagues / external parties and disrespectful behaviour shown by employees is strongly discouraged and will not be tolerated.

A.3. Customer Orientation

The Company expects all its employees to be customer-focused in approach. The success of the organization depends on customer trust, satisfaction and loyalty. Employees are strongly directed to ensure that customer needs are satisfied and that products and services offer value to the customer.

Customer orientation and focus should not only encompass external customers, but include internal customers as well. Employees are thus encouraged to ensure that both, internal and external customer needs are satisfied.

B. LEGAL, REGULATORY AND FINANCIAL ISSUES

B.1. Financial Reporting and Accounting

The Company shall prepare and maintain its accounts fairly and accurately, and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall reflect, fairly and accurately, all of the Company's business transactions and disposition of assets, and shall have internal controls to provide assurance to the Company's board that the transactions are accurate and legitimate. There shall be no willful omissions of any company transactions from the books and records, no advance-income recognition and no hidden account and funds.

All employees should note that any willful misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action under the relevant laws.

B.2. Anti-Competitive or Restrictive Trade Practices

The international economic system is based on business competition. The Company supports free enterprise and shall compete fairly and ethically within the framework of applicable competition laws.

All employees of the Company shall abide by all applicable competition laws, independent of whether enacted by a supranational, national or local body, and shall not engage in any anti-competitive practices such as illegal price fixing, sharing of markets or other actions which prevent, restrict or distort competition in violation of applicable laws.

All agreements with competitors or with other third parties which may have a negative effect on competition must be approved by the Corporate Legal Department of the Company.

B.3. Zero Tolerance towards Bribery and Corruption

The Company shall follow zero tolerance approach towards bribery and corruption; this includes any payments made by employees, consultants, agents and other intermediaries acting by or on behalf of the Company.

All employees should note that use of intermediaries, such as agents, subcontractors, consultants and other third parties, to channel inappropriate payments to international civil servants or government officials or individuals and entities associated with them, is strictly not permissible and any deviation from this will be treated as a violation of the Code.

Furthermore, the employees shall not, unless mandated under applicable laws, offer or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favorable performance of official duties.

The Company has formulated the Anti-Bribery & Anti-Corruption (ABAC) Policy to ensure that employees act professionally, fairly and with integrity in all their business dealings and relationships. (For more details, refer to the Anti-Bribery & Anti-Corruption (ABAC) Policy).

B.4. International Trade Restrictions and Boycotts

The ability of the Company to trade in the global market is restricted by regulations issued by various countries and international organizations such as the United Nations. Even disclosing technology may be considered an export.

The Company shall comply fully with the prohibitions and requirements of all international trade laws and regulations, and all employees involved in these areas should be familiar with them, as they may affect business conduct with or exporting goods to critical countries. Advice may be taken from the Legal Department of the Company regarding such matters.

B.5. Human Rights

The Company at all times shall comply with applicable human rights laws including the UN Guiding Principles on Business and Human Rights and all employees involved in these areas should be familiar with them.

The Company does not employ children at the workplaces. The Company also does not use or support any forms of modern slavery or forced labour in our business operations.

C. CONFLICT OF INTEREST

A conflict situation can arise:

- a. When an employee, officer, or director takes action or has interests that may make it difficult to perform his or her work objectively and effectively,
- b. The receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company,
- c. Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company,
- d. The receipt of non-nominal gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings,
- e. Any significant ownership interest in any supplier, customer, development partner or competitor of the Company,
- f. Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.

The Directors, Senior Management and all employees should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, the employee should make full disclosure of all facts and circumstances thereof to the Board of Directors or any Committee / Officer nominated for this purpose by the Board and a prior written approval should be obtained.

D. CONFIDENTIALITY OF INFORMATION

D.1. Company information

Any information concerning the Company's business, its customers, suppliers, etc., (including but not limited to technical, commercial and legal information) which is not in public domain and to which the employees have access or possess such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Company information shall be disclosed without the prior approval of the Head of the Business Unit and/or the Executive Directors concerned.

D.2. Employee information

The Company shall protect the privacy and confidentiality of employee medical and personal records.

All Employees who have, due to the nature of their work, accessibility to such records should not share or disclose any information unless required by any law, rule and regulation or when authorized by the employee or as per subpoena or court order and should take approval from the Chief Information Security Officer appointed by the Company in all such cases.

E. WORKPLACE RESPONSIBILITIES

E.1. Equal Opportunities Employer

The Company shall provide equal opportunities to all its employees and qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.

The Company is a signatory to the CII Equal Opportunity Pledge.

In order to provide a workplace which is free of discrimination and to foster a work environment where all employees feel comfortable and respected, the Company has formulated the HIV/AIDS policy. (For more details, refer to the HIV/ AIDS Policy)

Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity shall be provided to those eligible and decisions will be based on merit.

E.2. Affirmative Action

The Company believes that inclusive growth and equal opportunity in employment for all sections of the society is a component of its growth and competitiveness.

The Company is a signatory to the CII Code of Conduct on Affirmative Action (For more details, refer to the Affirmative Action Policy).

All employees should contribute to and support the Affirmative Action initiatives undertaken by the Company.

E.3. Prevention of Sexual Harassment and Exploitation

The Company is committed to promote a work environment that is conducive to the professional growth of its employees and encourages equality of opportunity.

The Company has formulated the Policy on Prevention of Sexual Harassment at Workplace to ensure that its employees are not subject to any form of harassment (For more details, refer to the Policy on Prevention of Sexual Harassment at Workplace).

The Employees shall not indulge in any form of sexual harassment and treat every employee with dignity and respect.

E.4. Health, Safety & Environment

The Company shall strive to provide a safe, healthy, clean and ergonomic working environment for its employees. The safety and security of employees in the workplace is a primary concern of the Company.

The Company has formulated the Occupational Health & Safety Policy to create and provide a safe, supportive and productive work environment to all its employees and business associates (For more details, refer to the Occupational Health & Safety Policy)

All Employees and those associated with the Company shall fully abide by the principles of the Occupational Health and Safety Policy and practice its tenets and guidelines in their daily work diligently.

The Company shall maintain a drug-free work environment. Employees shall not misuse controlled substances or sell, distribute, possess, use or be under the influence of illegal drugs in the workplace or while performing work-related duties.

The Company, in the process of production and sale of its products and services, and in the process of developing its business, shall strive for economic, social and environmental sustainability.

F. USAGE OF COMPANY ASSETS

The assets of the Company shall not be misused; they shall be employed primarily and judiciously for legitimate business purposes only. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

Employees shall protect the company's assets and shall not use these for personal use. Any suspected loss, carelessness, misuse or theft of the Company's assets should be immediately brought to the notice of the respective Divisional Personnel Head or the Whistle Officer appointed by the Company.

G. GIFTS & DONATIONS

The Company and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favours for the conduct of business.

However, the Company and its employees may, with full disclosure, accept and offer nominal gifts, provided such gifts are customarily given and are of a commemorative nature. (For more details, refer to the Anti-Bribery & Anti-Corruption (ABAC) Policy).

H. PUBLIC REPRESENTATION OF THE COMPANY

Only specifically authorized directors and employees shall represent the Company in all its public appearances, with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees, agents, franchisees, dealers, distributors and importers. It shall be the sole responsibility of these authorized representatives to disclose information about the Company.

I. REPRESENTATION OF THE COMPANY IN SOCIAL MEDIA

The Company has formulated the Social Media policy to ensure that employees demonstrate desired behavior while representing and/or referring to the Company on any online forum or community.

Employees shall ensure constructive, respectful and productive dialogue while representing Godrej in the social media space and shall also notify the Corporate Communication Department, in the event of any online activity that they consider detrimental to the Company or its reputation. (For more details, refer to the Social Media policy).

J. CORPORATE CITIZENSHIP

The Company shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The employees shall be encouraged to volunteer and collaborate with community groups.

K. THIRD PARTY REPRESENTATION

Parties which have business dealings with the Company but are not members of the Company, such as dealers/ distributors, suppliers, agents, channel partners, contractors, consultants etc, shall not be authorized to represent the Company without the written permission of the Company, and / or if their business conduct and ethics are known to be inconsistent with the Code.

Third parties and their employees are expected to abide by the Code in their interaction with, and on behalf of the Company.

IV. VIOLATIONS OF THE CODE

The Company has formulated the **Whistle Blower Policy** with a view to provide a mechanism for its employees to raise concerns on any violations of the Code, especially with respect to legal or regulatory requirements, incorrect or misrepresentation of any financial statements or reports (For more details, refer to the procedure for reporting & dealing with disclosures under the Whistle Blower Policy).

The Company has formulated Fraud Investigation Guidelines with the aim to define a company-wide, standardized framework for investigation, documentation and monitoring of the investigations conducted. (For more details, refer to Fraud Investigation Guidelines)

For violations in the nature of sexual harassment, employees may refer to the procedure for resolution, settlement or prosecution of acts of harassment given in the Policy on Prevention of Sexual Harassment at Workplace.

For violations in the nature of bribery and corruption, employees may refer to the procedure for reporting concerns given in the Anti-Bribery & Anti-Corruption (ABAC) Policy.

For all other violations of the Code, employees may report or get in touch with the Compliance Officer appointed under this Code at specially designated email-ids or through any other written communication. Currently, the Divisional Personnel Heads (DPHs) will serve as the Compliance Officers for their respective divisions. (For more details, refer to the Contact Details of Compliance Officers given in Annexure B)

While there is no specific format for submitting a concern to the Compliance Officer, the following details MUST be mentioned in the email/letter:

(a) Name, address and contact details of the Complainant (including Salary Code, if the Complainant is an employee).

(b) Brief description of the violation, giving the names of those alleged to have violated or about to violate the Code. Specific details such as time and place of occurrence are also important.

The Role of the Compliance Officer will include:

- Ensuring compliance of the Code by employees
- Clarifying the concerns and queries raised by employees
- Assisting in investigations and resolving the issues referred by employees

The Compliance Officer will also assist the Whistle Committee in the process of investigation of disclosures pertaining to the Business Unit as and when required.

Disclosures against any employee in the Strategic Job Responsibility Band or the Head of the Business Unit or the Executive Directors should be sent directly to the CMD of the Company at the email-id: compliance.cmd@godrej.com

If an employee is unsure whether a particular act constitutes violation of the code or if they have any other queries related to the Code, these should be raised with their respective Divisional Compliance Officer who will get in touch with the respective Policy Process Owner as mentioned below:

| Section of the Code and its Description | Policy Process Owner and Role | Email id |
|---|--|--|
| A. General Standards of Conduct | | |
| A.1. Honesty & Integrity | Head - P&A | head.pna@godrej.com |
| A.2. Trust | | |
| A.3. Customer Orientation | | |
| Section of the Code and its Description | Policy Process Owner and Role | Email id |
| B. Legal, regulatory and financial issues | | |
| B.1. Financial Reporting and Accounting | Whistle Officer (presently, Company Secretary) | disclosure@godrej.com |
| B.2. Anti-Competitive or Restrictive Trade Practices | | |
| B.4. International Trade Restrictions and Boycotts | | |
| B.5. Human Rights | Head - P&A | head.pna@godrej.com |
| B.3. Zero Tolerance towards Bribery and Corruption | Corporate ABAC Officer (presently, General Counsel) | abac.officer@godrej.com |
| C. Conflict of Interest | Head - P&A | head.pna@godrej.com |
| D. Confidentiality of Information | | |
| D.1. Company information | Head of the Business Unit and / or the Executive Directors concerned. | As applicable |
| D.2. Employee information | Chief Information Security Officer (presently, Head – Internal Audit) | ciso@godrej.com |
| E. Workplace responsibilities | | |
| E.1. Equal Opportunities Employer | Head - P&A | head.pna@godrej.com |
| E.2. Affirmative Action | | |
| E.3. Prevention of Sexual Harassment and Exploitation | | |
| E.4. Health, Safety & Environment | | |

| | | |
|---|--|--|
| F. Usage of Company Assets | IT Assets including Physical IT assets: Chief Information Security Officer (presently, Head – Internal Audit) | ciso@godrej.com |
| | Other Non-IT physical Assets: Whistle Officer (presently, Company Secretary) | disclosure@godrej.com |
| Section of the Code and its Description | Policy Process Owner and Role | Email id |
| G. Gifts & Donations | Corporate ABAC Officer (presently, General Counsel) | abac.officer@godrej.com |
| H. Public Representation of the Company | Head - P&A | head.pna@godrej.com |
| I. Representation of the Company in Social Media | Head - P&A | head.pna@godrej.com |
| J. Corporate Citizenship | Head - P&A | head.pna@godrej.com |
| K. Third Party Representation | Head - P&A | head.pna@godrej.com |

V. PROHIBITION AGAINST RETALIATION

Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

VI. AMENDMENTS OF THE CODE

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this Code is subject to modification. Any amendment/inclusion of any provision of this Code will be promptly disclosed on the Company's website (internal/external) and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment.

VII. CONCLUSION:

The above Code of Ethics and Business Conduct does not provide a full, comprehensive and complete explanation of all the rules that employees are bound to follow. While covering a wide range of business practices and procedures, the Code cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made; but rather sets forth key guiding principles that represent the Company policy. Employees have a continuing obligation to familiarize themselves with all applicable laws, company policies, procedures and work rules.

Annexure A

FAQs ON CODE OF ETHICS AND BUSINESS CONDUCT

1. My L+1 has told me to do something and I am unsure if it is legal. I know I should tell someone, but I'm afraid my L+1 will make things difficult for me thereafter. What should I do?

→ The best way to address your concerns would be to speak with your L+1. If your doubt is still unresolved, kindly speak to your Division's Compliance Officer. It is assured that the Company will look into the situation and safeguard you against any possible retaliation by your L+1 or others.

2. I had reported a concern, but never heard anything about it. What should I do?

→ If the matter was reported anonymously, then there is no mechanism for the outcome of the investigation of the concern to be communicated back to you.

If the concern was raised formally as per the prescribed procedure then, the Company will take reasonable time in completing the investigation, after which the outcome will be communicated to you subject to any obligations of confidentiality. You can also contact the Whistle Officer or Divisional Compliance Officer to ascertain the status of the investigation.

3. What if one of my relatives works for a customer or supplier of G&B?

→ You need to bring it to the notice of your Division's Compliance Officer, so that appropriate measures can be taken to prevent potential conflicts from affecting (or appearing to affect) company decisions.

4. What if I received an email on my official id that I was not supposed to get and it included very offensive/inappropriate jokes. If it was not meant for me to read, is that harassment?

→ Offensive jokes sent through company email, regardless of intended recipient, have no place in a workplace that values dignity and respect for every employee. You may respond directly to the co-worker, notifying him/her that you found the email content offensive & inappropriate and ask him/her to refrain from sending out such mails in the future. If the matter continues, it is advised that you escalate it to your Divisional Compliance Officer.

5. A business partner wants email-id list of employees in my department for direct marketing purpose. Can I provide the list to him/her?

→ You are not permitted to provide the list of contact details or any other employee details to external parties, without appropriate authorization in writing from the Company.

6. I have been contacted by an external party to provide financial performance information about one of our Divisions. Am I allowed to provide the same?

→ You are not permitted to disclose any financial performance information concerning the Company or any of its Divisions, without appropriate authorization in writing from the Company. Please forward the request to your Department Head.

7. I work from a location outside the Company's office. What are my responsibilities in terms of confidential information?

→ All confidential information should be treated with the same standards of security, whether at home or at any other offsite location. Hard copies must not be accessible to unauthorized parties and must be disposed of appropriately after use. Unless extremely necessary, it is advisable to avoid taking confidential hard copies outside the office environment.

8. I am very active on social networks. Can I make reference to my current role and responsibilities in the Company on these websites?

→ Yes, you are allowed to profile your role and responsibilities, as long as you do not disclose any confidential information.

However, given today's world, it may be advisable to minimize or even refrain from making such references in case your remarks are taken out of context. Also, you should not represent or speak on behalf of the Company unless explicitly authorized to do so. You are requested to adhere to the guidelines laid out in the Social Media Policy.

9. I am working in a team that is developing a new methodology. Can I personally re-use the methodology outside my work with the Company?

→ No, any intellectual property, including methodology, software, hardware, processes, tools and know-how produced while working for the Company shall remain the property of the Company or of its client, as the case may be.

10. I just found out that some inaccurate information was provided to a customer after price and terms were already agreed upon? Will I be following proper procedure if I notify the customer right away?

→ Yes, it would be important for you to contact and work with your sales support and finance teams, to ensure timely disclosure of the error in sharing information with the customer. It may also be advisable that you find the reason/person responsible for communication of inaccurate information to the customer, so that the error can be avoided in future.

11. What should I do if I receive a gift that I know is inappropriate?

→ You may return it to the donor/giver with a polite explanation that the Company policy prohibits you from keeping it.

12. I have concerns with a certain section of the Code or have reservations about signing the Employee Acknowledgement Form. What should I do?

→ You may discuss your concerns/reservations with your Division's Compliance Officer. However, please note that even if you fail to sign the Employee Acknowledgement Form, you are still obligated to follow the guidelines mentioned in the Code.

13. I am pursuing a PhD along with my job. For one of my projects, I need information related to various businesses of G&B. Can I use such information available on the Company intranet or collect the same from various Businesses or their personnel?

→ Employees can use only the information about G&B Businesses which is available on the Internet and open in public domain for such higher studies/research purpose. Information available on the intranet is generally confidential in nature and hence employees are not allowed to use the same for such purposes. Employees are also not allowed to interact with G&B businesses or their personnel to collect such information.

14. If I have a question that is not addressed in the Code, does that mean that there is not a problem?

→ No. The Code is intended to provide guidance but cannot cover every situation. If you are faced with an issue which is not addressed in the Code, please speak to your Division's Compliance Officer.

Annexure B**CONTACT DETAILS OF COMPLIANCE OFFICERS**

| Business / Department | Email ID of Compliance Officer |
|--|--|
| Godrej Appliances | compliance.appl@godrej.com |
| Godrej Construction | compliance.const@godrej.com |
| Godrej Electricals & Electronics | compliance.ene@godrej.com |
| Godrej Interio | compliance.int@godrej.com |
| Godrej Locks & Architectural Fittings and Systems | compliance.locks@godrej.com |
| Godrej Material Handling | compliance.mhe@godrej.com |
| Godrej Precision Systems | compliance.pcs@godrej.com |
| Godrej Process Equipment | compliance.ped@godrej.com |
| Godrej Precision Engineering | compliance.pes@godrej.com |
| Godrej Prima | compliance.prima@godrej.com |
| Godrej Storage Solutions | compliance.ssol@godrej.com |
| Godrej Security Solutions | compliance.ssd@godrej.com |
| Godrej Tooling | compliance.tool@godrej.com |
| Lawkim Motors Group | compliance.lwkm@godrej.com |
| Commercial & Business Excellence | compliance.comml@godrej.com |
| Corporate Finance | compliance.fin@godrej.com |
| Corporate Procurement & EXIM Services | compliance.proc@godrej.com |
| Corporate Services (Company Secretariat & Legal) | compliance.cserv@godrej.com |
| Personnel & Administration | compliance.pna@godrej.com |
| IP Common | compliance.ip@godrej.com |
| Digital and Brand & Strategic Insights | compliance.gidc@godrej.com |
| Corporate Audit | compliance.audit@godrej.com |

EMPLOYEE ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Ethics and Business Conduct (the 'Code'). I understand the key guidelines and requirements contained in the Code and understand that there may be additional policies or laws specific to my job.

I agree to comply with the Code.

If I have questions concerning the meaning or application of the Code, I understand I can consult my Divisional Compliance Officer, and that my questions or reports to these sources will be maintained in confidence.

Name of Employee

Signature

Date

Please sign and return this form to your Divisional Compliance Officer.



THIRD PARTY ACKNOWLEDGEMENT LETTER

I have received and read the Company's Code of Ethics and Business Conduct (the 'Code'). I understand the key guidelines and requirements contained in the Code and understand that there may be additional policies or laws specific to my job.

I agree to comply with the Code.

Name

Signature

Date

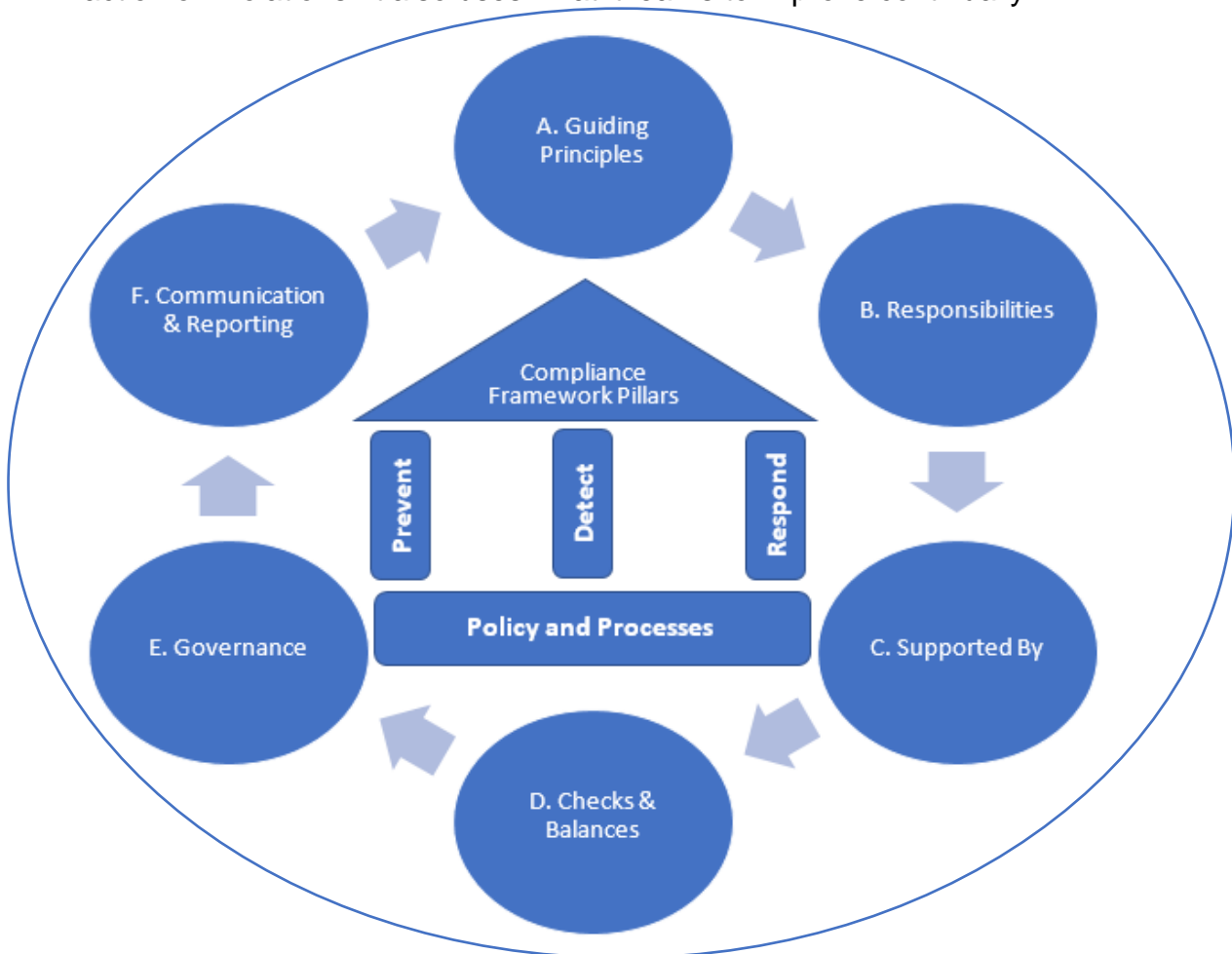
Please sign and return this form to the Company Representative.

Annexure C

GODREJ AND BOYCE MFG. CO LTD.: COMPLIANCE FRAMEWORK

The Compliance Framework of Godrej and Boyce Mfg. Co. Ltd. (hereafter referred to as “The Company”) ensures that ‘how we do business’ is fully aligned with its values and applicable laws and regulations in countries where it operates. It has three pillars:

- **Prevent** – It seeks to embed a culture of integrity at all levels, in all geographies, setting the tone at the top.
- **Detect** – It encourages and enables employees to live the Company’s values and speak up in instances where they feel that the values have not been adhered to. The Company has in place several checks and balances to enable detection of Non-compliance.
- **Respond** – It has the mechanisms to investigate and, if necessary, take remedial action on violations. It also uses what it learns to improve continually.



Code of Ethics and Business Conduct, Version 2.0, Updated on 17th July 2023



The Company's Code of Ethics and Business Conduct (hereafter referred as "The Code") is at the heart of its Compliance Framework. It helps the Company to put its values of integrity, trust, to serve, respect and caring for environment into practice. They play a key role in setting out how the Company seeks to ensure compliance with laws and regulations, protect its brands and reputation, and prevent harm to people and environment.

The Code and its constituent policies provide a framework of simple 'Musts' and 'Must Nots', designed to be available and understandable to all employees so that they perform their duties within the context of the same – follow the Code in letter and in spirit. They are mandatory for all employees and others working for the Company, including Board of Directors, and apply to entities over which the Company has management control.

The Compliance Framework reflects its desire to prevent corruption in all its forms including fraud and financial misrepresentation, conflicts of interest, bribery and facilitation payments and antitrust violations. It also enables the Company to deliver on its commitment to protect the people, information and assets of the Company, and to behave responsibly towards customers and other external stakeholders. It seeks to meet all relevant external regulations including the UN Guiding Principles on Business and Human Rights.

A. Guiding Principles

- a. G&B Vision, Mission, Values
- b. Code of Ethics and Business Conduct
 - i. Affirmative Action Policy
 - ii. Anti-Bribery and Anti-Corruption (ABAC) Policy
 - iii. HIV / AIDS Policy
 - iv. Policy on prevention of Sexual Harassment at Workplace
 - v. Social Media Policy
 - vi. Whistleblower Policy
 - vii. Guidelines on the usage of Information Technology (IT) Assets
- c. Regulatory requirements
 - i. Companies Act
 - ii. Human Rights
 - iii. Occupational Health and Safety Policy
 - iv. Laws and regulations of overseas geographies
- d. Board priorities

B. Responsibilities:

The Company Secretary is the Chief Compliance Officer (CCO) for the Company. Owners for each Compliance process, report into the CCO for their respective processes who in turn will report into the CMD of the Company.

Compliance process owners

| S.no. | Compliance Process | G&B Process Owner |
|-------|---|------------------------------------|
| 1 | Affirmative Action Policy | Head - P&A |
| 2 | Anti-Bribery and Anti-Corruption (ABAC) Policy | General Counsel |
| 3 | Companies Act | Company Secretary |
| 4 | Compliances reporting (for Board Priorities) | Company Secretary |
| 5 | HIV / AIDS Policy | Head - P&A |
| 6 | Human Rights | Head - P&A |
| 7 | Policy on Prevention of Sexual Harassment at Workplace | Head - P&A |
| 8 | Safety and Workplace practices | Head - P&A |
| 9 | Social Media Policy | Head - P&A |
| 10 | Guidelines on the usage of Information Technology (IT) Assets | Chief Information Security Officer |
| 11 | Whistle Blower Policy | Company Secretary |

Besides the above Process Owners at a Company Level, the following table clarifies the key roles that will support the implementation of the Compliance Framework within the Business Units:

| S.no. | Area | Process Leads for Compliances related to: | | | Functions e.g. Manufacturing, Design, HR etc. |
|-------|------------|---|--|---|---|
| | | Finance | People | 3 rd Party Partners | |
| 1 | Businesses | a. Business Head b. Divisional Finance head | a. Business head b. Divisional Personnel head | a. Business Head b. Respective Functional Head e.g. Sales, Service, Materials etc. | a. Business Head b. Functional Head |
| 2 | Corporate | a. Chief Financial Officer b. Corp. Fin. Section Heads | a. Head, Personnel and Admin b. Corp. P&A Section Heads c. Respective Personnel Head | a. Head, Corporate Procurement b. Corp. Proc. Section Heads. | a. Corporate Department Heads b. Respective Section Head |

C. Supporting Teams and resources:

- a. Mapping of defined laws and regulations to applicable lines of business and function in Compliance Management Tool.
- b. Legal Compliance Tool
- c. Corporate Legal Department / other Functional Subject Matter Experts who guide and advise on legal implications of various compliance processes.
- d. External support from Counsels, Consultants, Subject Matter Experts (SMEs) etc.
- e. IT enabled systems, e.g. ERP, MIS, etc.
- f. Enterprise Risk Management (ERM) Framework at Entity, Business / Division and Functional levels.

D. Checks and Balances:

- a. Internal Audit Department (LARS - Laser Audit Reporting systems)
- b. Internal Controls including Financial controls (LICM - Laser Internal Control Manager)
- c. Statutory Audits: Cost Audit, Financial Audit, Secretarial Audit
- d. Established Workflows, Segregation of Duties and Authority Matrix
- e. Standardised Roles in ERP
- f. Effective dissemination of Policies to enable a heightened awareness of compliance that would facilitate prevention and detection
- g. Planned Employee Rotation

E. Governance:

- a. Board of Directors-Total 11 Directors (4 Executive Directors, 4 Independent Directors, 3 Non-executive Directors.)
- b. Periodic meetings of Committees such as: Audit, Stakeholders, Nomination and Remuneration Committee, Corporate Social Responsibility Committee
- c. Key Management Personnel: - Managing Director, Executive Directors, Chief Executive Officer (CEO), Company Secretary (CCO), Chief Financial Officer (CFO);
- d. Other Management Personnel: Head-Personnel and Admin, Head-Internal Audit. ABAC officer

The above group of people / committee meet at either regular (e.g. BOD Meeting, Committee Meetings) or specially convened meetings (issue based) to ensure the effective and efficient deployment of the Compliance Framework.

F. Communication & Reporting:

- a. Identification of Reporting requirements for various level.
- b. Formal communication protocols established to escalate identified regulatory compliance issues to responsible levels.
- c. Periodic Audit reviews of Compliance Status
- d. Ongoing & periodic reporting to senior Management, the Board and the regulatory authorities.